

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

2001 JUN 12 PM 2:04

In re

W. R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case Nos. 00-1139 through 00-1200 (JIF)
Jointly AdministeredCLERK
U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

AFFIDAVIT OF MICHAEL MORAN (GOULSTON & STORRS) PURSUANT TO
SECTION 327(e) OF THE BANKRUPTCY CODE AND THE ORDER AUTHORIZING
DEBTORS TO EMPLOY AND COMPENSATE ORDINARY COURSE PROFESSIONALS

THE COMMONWEALTH OF MASSACHUSETTS)

ss:

COUNTY OF SUFFOLK)

Michael Moran, being duly sworn, deposes and says:

1. I am an attorney at law admitted to practice before the courts of The Commonwealth of Massachusetts and I am a member of the firm of Goulston & Storrs – A Professional Corporation (“G&S”), which maintains an office for the practice of law at 400 Atlantic Avenue, Boston, Massachusetts 02110.

2. Neither I, G&S, its associates, nor any member or counsel thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors in possession (collectively, the “Debtors”), their creditors, or any other interested party, or their attorneys, except as set forth herein and in Schedule A attached to and made part of this affidavit.

3. G&S represents and advises the Debtors as counsel with respect to (i) the Debtors’ former offices at 78 Dragon Court, Woburn, MA which are subject to a prime lease and certain subleases, and (ii) the Debtors’ former facility on Washington Street, Woburn, MA which is owned by the Debtors (collectively, the “Engagement”). In prior years, G&S advised the Debtors on other discrete real estate matters in connection with real property located in Massachusetts.

4. The Debtors have requested that G&S continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code") with respect to the Engagement. G&S has agreed to continue representing and advising the Debtors with respect to the Engagement.

5. The customary hourly rates of professionals and paraprofessionals at G&S are as follows: \$310.00-\$490.00 for directors, \$175.00-\$310.00 for associates and \$95-\$200.00 for paraprofessionals. In the normal course of business, G&S revises its regular hourly rates from time to time during each year and requests that effective upon each time such revision occurs, the aforementioned rates be revised to the regular hourly rates which will be in effect at that time. G&S agrees to be compensated by the Debtors based on hourly rates not greater than are customarily charged by G&S for its professional and paraprofessional services. G&S understands, acknowledges and agrees that it shall be entitled to reimbursement only for actual and necessary expenses incurred in connection with its representation of, or services for, the Debtors.

6. In connection with the Engagement, G&S has rendered services and incurred expenses that have not yet been billed or that have been billed but for which payment has not yet been received. The value of such services and the amount of such expenses, as of April 2, 2001 (the "Filing Date"), are \$11,268.70, of which \$1,102.50 is attributable to services rendered in contemplation of the chapter 11 filing. After the Filing Date, G&S continued rendering professional services in respect of the Engagement.

7. Except as set forth herein, no promises have been received by G&S or any member, associate or counsel thereof as to compensation in connection with the Engagement other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, and orders of this Court.

8. G&S has no agreement with any entity to share with such entity any compensation received by G&S except as permitted under 11 U.S.C. §504(b).

9. G&S, its members, associates and counsel may have in the past represented, currently represent and may in the future represent entities that are or may be creditors of the Debtors in matters totally unrelated to these pending chapter 11 cases. G&S does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity that would be adverse to the Debtors or their estates with respect to the matter(s) on which G&S is to be employed. G&S has performed a computerized conflicts check with respect to: (i) Bank of America, and (ii) the creditors holding the twenty (20) largest unsecured claims against the Debtors. Except as set forth on Schedule A attached hereto, G&S, its members, associates and counsel have not in the past and do not currently represent any such creditors of the Debtors.

10. The foregoing constitutes the statement of G&S pursuant to sections 327, 329 and 504 of the Bankruptcy Code and Rules 2014 and 2016(b) of the Federal Rules of Bankruptcy Procedure.

11. Neither I, G&S, nor any member, associate or counsel thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates concerning the Engagement or any other matters upon which G&S is to be engaged. I shall amend this Affidavit

(THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK)

immediately upon learning that any of the representations made herein is incorrect or that there has been a change in the circumstances relating thereto.



NAME OF AFFIANT: Michael Moran

THE COMMONWEALTH OF MASSACHUSETTS

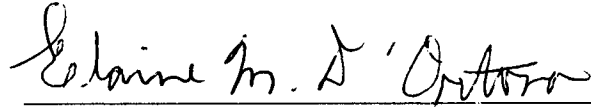
)

) ss. May 11, 2001

COUNTY OF SUFFOLK

)

Sworn to before the undersigned Notary Public.



Notary Public

My Commission Expires: June 9, 2006

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re)	Chapter 11
W. R. GRACE & CO., <i>et al.</i> ,)	
)	Case Nos. 00-139 through 00-1200 (JIF)
Debtors.)	Jointly Administered

SCHEDULE A TO AFFIDAVIT OF MICHAEL MORAN PURSUANT TO SECTION 327(e)
OF THE BANKRUPTCY CODE AND THE ORDER AUTHORIZING
RETENTION OF ORDINARY COURSE PROFESSIONALS

1. G&S's records show that it has rendered services to and incurred expenses on behalf of W. R. Grace and its affiliates, which services and expenses have not yet been billed or have been billed but for which payment has not yet been received. The value of such services and the amount of such expenses, as of April 2, 2001 (the "Filing Date"), are \$11,268.70, of which \$1,102.50 is attributable to services rendered in contemplation of the chapter 11 filing. G&S respectfully submits that its status as an unsecured creditor on account of unpaid prepetition legal fees and expenses does not give rise to an interest adverse to the Debtors with respect to the discrete matters on which G&S is to be employed.

2. G&S has performed a computerized conflicts check with respect to: (i) Bank of America, and (ii) the creditors holding the twenty (20) largest unsecured claims against the Debtors. Except as set forth in this Paragraph 7, G&S, its members, associates and counsel have not in the past and do not currently represent any of such creditors. G&S, its members, associates and counsel may have in the past represented, currently represent and may in the future represent the following entities that may be creditors of the Debtors in matters totally unrelated to these pending chapter 11 cases or the Engagement:

- a) Bank of America;
- b) The Chase Manhattan Bank; and
- c) CNA Insurance Company.

G&S does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity that would be adverse to the Debtors or their estates with respect to the matter(s) on which G&S is to be employed.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (RJN)
)	Jointly Administered
Debtors.)	

AFFIDAVIT OF SERVICE

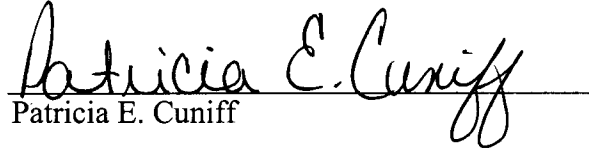
STATE OF DELAWARE)
)SS
COUNTY OF NEW CASTLE)

Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 12th day of June, 2001 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**1. Affidavit of Michael Moran (Goulston & Storrs) Pursuant to Section
327(e) of the Bankruptcy Code and the Order Authorizing Debtors to Employ and
Compensate Ordinary Course Professionals.**

Dated: June 12, 2001


Patricia E. Cuniff

Sworn to and subscribed before
me this 12th day of June, 2001


Holly Louche

Notary Public

My Commission Expires: 02/11/02

W. R. Grace 2002 Service List
Case No. 01-1139 (RJN)
Doc. No. 22588
June 12, 2001
15 – Hand Delivery
07 – Federal Express
98 – First Class Mail

(Counsel to Debtors and Debtors in Possession)
Laura Davis Jones, Esquire
David Carickhoff, Esquire.
Pachulski, Stang, Ziehl, Young & Jones
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

(Counsel to Debtors and Debtors in Possession)
Hamid R. Rafatjoo, Esquire
Pachulski, Stang, Ziehl, Young & Jones
10100 Santa Monica Boulevard, Suite 1100
Los Angeles, CA 90067-4100

Hand Delivery
(Copy Service)
Parcels, Inc.
Vito I. DiMaio
10th & King Streets
Wilmington, DE 19801

Hand Delivery
(Local Counsel to DIP Lender)
Steven M. Yoder, Esquire
The Bayard Firm
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899

Hand Delivery
(Local Counsel to Asbestos Claimants)
William P. Bowden, Esquire
Matthew G. Zaleski, III, Esquire
Ashby & Geddes
222 Delaware Avenue
P.O. Box 1150
Wilmington, DE 19899

Hand Delivery
William H. Sudell, Jr., Esquire
Eric D. Schwartz, Esquire
Morris, Nichols Arsht & Tunnell
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899

Hand Delivery
(Counsel for The Chase Manhattan Bank)
Mark D. Collins, Esquire
Deborah E. Spivack, Esquire
Richards, Layton & Finger, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899

Hand Delivery
Jeffrey C. Wisler, Esquire
Michelle McMahon, Esquire
Connolly Bove Lodge & Hutz LLP
1220 Market Street, 10th Floor
Wilmington, DE 19899

Hand Delivery
(Counsel for Ingersoll-Rand Fluid Products)
Francis A. Monaco, Jr., Esquire
Walsh, Monzack and Monaco, P.A.
1201 N. Orange Street, Suite 400
P.O. Box 2031
Wilmington, DE 19801

Hand Delivery

(Counsel for Ingersoll-Rand Fluid Products)
Frederick B. Rosner, Esquire
Walsh, Monzack and Monaco, P.A.
1201 N. Orange Street, Suite 400
Wilmington, DE 19801

Hand Delivery

(Counsel for Property Damage Claimants)
Michael B. Joseph, Esquire
Ferry & Joseph, P.A.
824 Market Street, Suite 904
P.O. Box 1351
Wilmington, DE 19899

Hand Delivery

Bruce E. Jameson, Esquire
Prickett, Jones & Elliott
1310 King Street
P.O. Box 1328
Wilmington, DE 19899

Hand Delivery

Mark S. Chehi
Skadden, Arps, Slate, Meagher & Flom LLP
One Rodney Square
P.O. Box 636
Wilmington, DE 19899-0636

Hand Delivery

Joseph Grey, Esquire
Stevens & Lee
300 Delaware Avenue, Suite 800
Wilmington, DE 19801

Hand Delivery

(Counsel to Official Committee of
Unsecured Creditors)
Michael R. Lastowski, Esquire
Duane, Morris & Heckscher LLP
1100 North Market Street, Suite 1200
Wilmington, DE 19801-1246

Hand Delivery

Mary M. MaloneyHuss
Wolf, Block, Schorr and Solis-Cohen LLP
920 King Street, Suite 300
One Rodney Square
Wilmington, DE 19801

Hand Delivery

Selinda A. Melnik, Esquire
Smith, Katzenstein & Furlow LLP
800 Delaware Avenue
P.O. Box 410
Wilmington, DE 19899

Federal Express

(Counsel to Debtor)
James H.M. Sprayregen, Esquire
James Kapp, III, Esquire
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601

Federal Express

(United States Trustee)
Frank J. Perch, Esquire
Office of the United States Trustee
601 Walnut Street, Curtis Center,
Suite 950 West
Philadelphia, PA 19106

Federal Express

(Canadian counsel for Debtor)
Derrick Tay, Esquire
Meighen Demers
P.O. Box 8705, Box 11, Merrill Lynch
Canada Tower
Sun Life Center, 200 Kint Street West
Toronto, Ontario M5H 3T4
CANADA

Federal Express

(W. R. Grace & Co.)
David B. Siegel
W.R. Grace and Co.
7500 Grace Drive
Columbia, MD 21044

Federal Express

(Official Committee of Personal Injury
Claimants)
Elihu Inselbuch, Esquire
Rita Tobin, Esquire
Caplin & Drysdale, Chartered
399 Park Avenue, 36th Floor
New York, NY 10022

Federal Express

(Official Committee of Unsecured
Creditors)
Lewis Kruger, Esquire
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038-4982

Federal Express

(Official Committee of Property Damage
Claimants)
Scott L. Baena, Esquire
Member
Bilzin Sumberg Dunn Baena Price &
Axelrod LLP
First Union Financial Center
200 South Biscayne Blvd, Suite 2500
Miami, FL 33131

First Class Mail

(Counsel to Sealed Air Corporation)
D. J. Baker, Esquire
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036

First Class Mail

(Counsel to DIP Lender)
J. Douglas Bacon, Esquire
Latham & Watkins
Sears Tower, Suite 5800
Chicago, IL 60606

First Class Mail

(Counsel to Asbestos Claimants)
Nancy Worth Davis, Esquire
Ness, Motley, Loadhold, Richardson &
Poole
28 Bridgeside Boulevard
P.O. Box 1792
Mount Pleasant, SC 29465

First Class Mail

Todd Meyer, Esquire
Kilpatrick Stockton
1100 Peachtree Street
Atlanta, GA 30309

First Class Mail

Securities & Exchange Commission
15th & Pennsylvania Ave. N.W.
Washington, DC 20020

First Class Mail

District Director
IRS
409 Silverside Road
Wilmington, DE 19809

First Class Mail

Securities & Exchange Commission
Atlanta Regional Office
Branch/Reorganization
3475 Lenox Road, NE, Suite 100
Atlanta, GA 30326-1232

First Class Mail

Secretary of Treasurer
P.O. Box 7040
Dover, DE 19903

First Class Mail

Secretary of State
Division of Corporations
Franchise Tax
P.O. Box 7040
Dover, DE 19903

First Class Mail

James D. Freeman, Esquire
U.S. Department of Justice
Environmental Enforcement Section
999 18th Street
Suite 945-North Tower
Denver, CO 80202

First Class Mail

Jon L. Heberling, Esquire
McGarvey, Heberling, Sullivan &
McGarvey PC
745 South Main Street
Kalispel, MT 59901

First Class Mail

Patrick L. Hughes, Esquire
Haynes & Boone LLP
1000 Louisiana Street, Suite 4300
Houston, TX 77002-5012

First Class Mail

David S. Heller, Esquire
Latham & Watkins
Sears Tower, Suite 5800
Chicago, IL 60606

First Class Mail

Charles E. Boulbol, Esquire
26 Broadway, 17th Floor
New York, NY 10004

First Class Mail

Ira S. Greene, Esquire
Squadron, Ellenoff, Plesent & Sheinfeld,
LLP
551 Fifth Avenue
New York, NY 10176

First Class Mail

James A. Sylvester, Esquire
Intercat, Inc.
104 Union Avenue
Manasquan, NJ 08736

First Class Mail

Steven J. Johnson, Esquire
Gibson, Dunn & Crutcher LLP
1530 Page Mill Road
Palo Alto, CA 94304-1125

First Class Mail

Charlotte Klenke, Esquire
Schneider National, Inc.
P.O. Box 2545
3101 S. Packerland
Green Bay, WI 54306

First Class Mail

David S. Rosenbloom, Esquire
Jeffrey E. Stone, Esquire
Lewis S. Rosenbloom, Esquire
McDermott, Will & Emery
227 West Monroe Street
Chicago, IL 60606-5096

First Class Mail

Brad Rogers, Esquire
Office of the General Counsel
Pension Benefit Guaranty Corp
1200 K. Street, N. W.
Washington, D.C. 20005-4026

First Class Mail

Pamela Zilly
Richard Shinder
David Blechman
Michael Alexander
The Blackstone Group
345 Park Avenue
New York, NY 10154

First Class Mail

Josiah Rotenberg
Lazard Freres & Co. LLC
30 Rockefeller Plaza, 60th
New York, NY 10020

First Class Mail

(Counsel for The Chase Manhattan)
Stephen H. Case, Esquire
Nancy L. Lazar, Esquire
David D. Tawil, Esquire
Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017

First Class Mail

Jan M. Hayden
William H. Patrick
Heller, Draper, Hayden, Patrick & Horn,
L.L.C.
650 Poydras Street, Suite 2500
New Orleans, LA 70130-6103

First Class Mail

Joseph F. Rice
Ness, Motley, Loadholt, Richardson &
Poole
28 Bridgeside Blvd.
P.O. Box 1792
Mt. Pleasant, SC 29465

First Class Mail

Nancy Worth Davis
Ness, Motley, Loadholt, Richardson &
Poole
28 Bridgeside Blvd.
P.O. Box 1792
Mt. Pleasant, SC 29465

First Class Mail

(Counsel for Asbestos Claimants)
Steven T. Baron, Esquire
Member
Silber Pearlman, LLP
2711 North Haskell Avenue, 5th Floor, LLP
Dallas, TX 75204

First Class Mail

Bankruptcy Administration
IOS Capital, Inc.
1738 Bass Road
P.O. Box 13708
Macon, GA 31208-3708

First Class Mail

(Attorneys for PPG Industries, Inc.)
W.J. Winterstein, Jr., Esquire
John J. Winter, Esquire
William M. Aukamp, Esquire
Eleven Penn Center, 29th Floor
1835 Market Street
Philadelphia, PA 19103

First Class Mail

R. Scott Williams
PMG Capital Corp.
Four Falls Corporate Center
West Conshohocken, PA 19428-2961

First Class Mail

Alan R. Brayton, Esquire
Brayton & Purcell
222 Rush Landing Road
Novato, CA 94945

First Class Mail

Jonathan W. Young
Wildman, Harrold, Allen & Dixon
225 West Wacker Drive, Suite 3000
Chicago, IL 60606-1229

First Class Mail

Russell W. Budd
Alan B. Rich
Baron & Budd, P.C.
3102 Oak Lawn Avenue, P.O. Box 8705
Dallas, TX 75219

First Class Mail

Shelby A. Jordan, Esquire
Nathaniel Peter Holzer, Esquire
Jordan, Hyden, Womble & Culbreth, P.C.
500 N. Shoreline Blvd., Suite 900
Corpus Christi, TX 78471

First Class Mail

Courtney M. Labson, Esquire
The Mills Corporation
Legal Department
1300 Wilson Boulevard, Suite 400
Arlington, VA 22209

First Class Mail

T. Kellan Grant
Wildman, Harrold, Allen & Dixon
225 West Wacker Drive, Suite 3000
Chicago, IL 60606-1229

First Class Mail

Cindy Schultz
Ingersoll-Rand Fluid Products
One Aro Center
P.O. Box 151
Bryan, OH 43506

First Class Mail

Alan Kolod, Esquire
Moses & Singer LLP
1301 Avenue of the Americas
40th Floor
New York, NY 10019-6076

First Class Mail

Mr. Thomas Moskie
Bankers Trust Company
Four Albany Street
Fourth Floor
New York, NY 10006

First Class Mail

John P. Dillman, Esquire
Linebarger Heard Goggan Blair
Graham Peña & Sampson, LLP
P.O. Box 3064
Houston, TX 77253-3064

First Class Mail

Charles E. Gibson, III
Attorney at Law
620 North Street, Suite 100
Jackson, MS 39202

First Class Mail

Paul M. Baisier, Esquire
SEYFARTH SHAW
1545 Peachtree Street
Suite 700
Atlanta, Georgia 30309

First Class Mail

Kevin D. McDonald
Wilshire Scott & Dyer, P.C.
One Houston Center
1221 McKinney, Suite 4550
Houston, Texas 77010

First Class Mail

Christopher Beard, Esquire
Beard & Beard
306 N. Market Street
Frederick, MD 21701

First Class Mail

Bernice Conn, Esquire
Robins, Kaplan, Miller & Ciresi LLP
2049 Century Park East, Suite 3700
Los Angeles, CA 90067

First Class Mail

Steven R. Schlesinger, Esquire
Jaspan Schlesinger Hoffman LLP
300 Garden City Plaza
Garden City, NY 11530

First Class Mail

Steven J. Kherkher, Esquire
Laurence G. Tien, Esquire
Williams Bailey Law Firm, L.L.P.
8441 Gulf Freeway, Suite #600
Houston, Texas 77017

First Class Mail

Kimberly W. Osenbaugh
Preston Gates & Ellis LLP
701-5th Avenue
Suite 5000
Seattle, WA 98104-7078

First Class Mail

Lewis T. LeClair, Esquire
McKool Smith
300 Crescent Court, Suite 1500
Dallas, Texas 75201

First Class Mail

Delta Chemical Corporation
2601 Cannery Avenue
Baltimore, MD 21226-1595

First Class Mail

Steven T. Hoort, Esquire
Ropes & Gray
One International Place
Boston, Massachusetts 02110-2624

First Class Mail

Peter Van N. Lockwood, Esquire
Julie W. Davis, Esquire
Trevor W. Swett, III, Esquire
Nathan D. Finch, Esquire
Caplin & Drysdale, Chartered
One Thomas Circle, N.W.
Washington, DC 20005

First Class Mail

Peter A. Chapman
24 Perdicaris Place
Trenton, NJ 08618

First Class Mail

Paul M. Matheny
The Law Offices of Peter G. Angelos, P.C.
5905 Harford Rd.
Baltimore, MD 21214

First Class Mail

Michael J. Urbis
Jordan, Hyden, Womble & Culbreth, P.C.
2390 Central Blvd, Suite G
Brownsville, TX 78520

First Class Mail

Mary A. Coventry
Sealed Air Corporation
Park 80 East
Saddle Brook, New Jersey 07663

First Class Mail

Margery N. Reed, Esquire
Duane, Morris & Heckscher LLP
4200 One Liberty Place
Philadelphia, PA 19103-7396

First Class Mail

Attn: Meridee Moore and Kirsten Lynch
Farallon Capital Management, L.L.C.
One Maritime Plaza
Suite 1325
San Francisco, California 94111

First Class Mail

John M. Klamann
Klamann & Hubbard
7101 College Blvd., Suite 120
Overland Park, KS 66210

First Class Mail

Joseph T. Kremer, Esquire
Lipsitz, Green, Fahringer, Roll, Salisbury
& Cambria, LLP
42 Delaware Avenue, Suite 300
Buffalo, NY 14202

First Class Mail

Paul D. Henderson, Esquire
Dies, Dies & Henderson
1009 W. Green Avenue
Orange, TX 77630

First Class Mail

Robert Jacobs, Esquire
Maria Rosoff Eskin
Jacobs & Crumplar, P.A.
2 East 7th Street
P.O. Box 1271
Wilmington, DE 19899

First Class Mail

Elizabeth S. Kardos, Esquire
Gibbons, Del Deo, Dolan Griffinger &
Vecchione, PC
One Riverfront Plaza
Newark, NJ 07102-5497

First Class Mail

Thomas J. Noonan, Jr.
c/o R & S Liquidation Company
5 Lyons Mall PMB #530
Basking Ridge, NJ 07920-1928

First Class Mail

)
Harry Lee, Esquire
Steptoe & Johnson LLP
1330 Connecticut Avenue, N.W.
Washington, DC 20036

First Class Mail

(Counsel for Public Service Electric and Gas
Company)
William E. Frese, Esquire
Attn: Sheree L. Kelly, Esquire
80 Park Plaza, T5D
P.O. Box 570
Newark, NJ 07101

First Class Mail

(Counsel to Official Committee of
Unsecured Creditors)
William S. Katchen, Esquire
Duane, Morris & Heckscher LLP
1 Riverfront Plaza, 2nd Floor
Newark, NJ 07102

First Class Mail

(Tennessee Department of Environment and
Conservation – Superfund)
Paul G. Summers, Esquire
TN Attorney General's Office, Bankr. Unit
P.O. Box 20207
Nashville, TN 37202-0207

First Class Mail

(Counsel for numerous asbestos claimants)
Damon J. Chargois, Esquire
Foster & Sear, L.L.P.
360 Place Office Park
1201 N. Watson Road, Suite 145
Arlington, TX 76006

First Class Mail

(Counsel for Berry & Berry)
C. Randall Bupp, Esquire
Plastiras & Terrizzi
24 Professional Center Parkway
Suite 150
San Rafael, CA 94903

First Class Mail

Anton Volovsek
Rt2 – Box 200 #42
Kamiah, Idah 83536-9229

First Class Mail

Peter S. Goodman, Esquire
Andrews & Kurth LLP
805 Third Avenue
New York, New York 10022

First Class Mail

Jonathan H. Alden, Esquire
Assistant General Counsel
3900 Commonwealth Boulevard, MS 35
Tallahassee, Florida 32399-3000

First Class Mail

Credit Lyonnais
1301 Avenue of the Americas
New York, New York 10019-0602

First Class Mail

State Library of Ohio
c/o Michelle T. Sutter
Revenue Recovery
101 E. Town Street, Second Floor
Columbus, OH 43215

First Class Mail

Rosa Dominy
Bankruptcy Administration
IOS Capital, Inc.
1738 Bass Road
P.O. Box 13708
Macon, GA 31208-3708

First Class Mail

Robert Jacobs, Esquire
Jacobs & Crumplar, P.A.
2 East 7th Street
P.O. Box 1271
Wilmington, DE 19899

First Class Mail

Greif Bros. Corp.
250 East Wilson Bridge Rd.
Suite 175
Worthington, OH 4308

First Class Mail

(Counsel for SAP America, Inc.)
Stephanie Nolan Deviney
Brown & Connery, LLP
360 Haddon Avenue
P.O. Box 539
Westmont, NJ 08108

First Class Mail

Barbara M. Cook, County Solicitor
Katherine L. Taylor, Senior Assistant
County Solicitor
Howard County Office of Law
George Howard Building
3430 Courthouse Drive
Ellicott City, Maryland 21043

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Danice Sims
P.O. Box 66658
Baton Rouge, Louisiana 70896

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M. Diane Jasinski, Esquire
Michael D. Hess
Corporation Counsel of the City of New
York
100 Church Street, Room 6-127
New York, New York 10007

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Janet Napolitano
Robert R. Hall
Russell W. Savory
1275 West Washington Street
Phoenix, Arizona 85007-1278

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Russell W. Savory
Gotten, Wilson & Savory, PLLC
200 Jefferson Avenue, Suite 900
Memphis, Tennessee 38103

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Credit Manager
Belz Enterprises
100 Peabody Place, Suite 1400
Memphis, Tennessee 38103

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James P. Ruggeri
Scott A. Shail
Hogan & Harton L.L.P.
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109

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Steven R. Bourne, Esquire
Nutter, McClennen & Fish, LLP
One International Place
Boston, MA 02110-2699

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S. Andrew Jurs, Esquire
Poyner & Spruill, L.L.P.
100 North Tryon Street, Suite 4000
Charlotte, North Carolina 28202-4010

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Daniel H. Slate, Esquire
Hughes Hubbard & Reed LLP
350 South Grand Avenue
Los Angeles, CA 90071-3442

First Class Mail

Andrea L. Hazzard, Esquire
Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, NY 10004-1482

First Class Mail

Mr. James A. Bane
KMCC 204029
P.O. Box 710
Keen Mountain, VA 24624

First Class Mail

Authur Stein, Esquire
1041 W. Lacey Road
P.O. Box 1070
Forked River, NJ 08731-6070

First Class Mail

Robert H. Rosenbaum, Esquire
M. Evan Meyers, Esquire
Meyers, Rodbell & Rosenbaum, P.A.
Berkshire Building
6801 Kenilworth Avenue, Suite 400
Riverdale, Maryland 20737-1385

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Maggie De La Rosa
Provost * Umphrey
Law Firm, L.L.P.
490 Park Street
Beaumont, Texas 77701

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Anne Marie P. Kelley, Esquire
Dilworth Paxson, LLP
LibertyView – Suite 700
457 Haddonfield Road
P.O. Box 2570
Cherry Hill, NJ 08034

First Class Mail

Richard M. Meth, Esquire
Herrick, Feinstein LLP
2 Penn Plaza, 11th Floor
Newark, New Jersey 07105

First Class Mail

Kevin James
Deputy Attorney General
1515 Clay Street, 20th Floor
Oakland, CA 94612-1413

First Class Mail

Dorine Vork, Esquire
Stibbe, P.C.
350 Park Avenue
New York, New York 10022